



THOMAS D. MARION
TREASURER

(0100935003)

19907

JAN 2 10 25 AM

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

January 23, 1996

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECEIVED
JAN 24 10 25 AM '96
OFFICE OF SECRETARY

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Equipment Purchase Invoice and Bill of Sale dated as of December 14, 1995.

This Agreement is a primary document.

Parties to this transaction are as follows:

TTX Company (Buyer)
101 North Wacker Drive
Chicago, Illinois 60606

General Electric Capital Corporation (Seller)
44 Old Ridgebury Road
Danbury, CT 06810

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
100-ton, 5-unit articulated containers well cars	FA	90	DTTX	062000 - 062024, 062026 - 062029, 062031 - 062032, 062034 - 062056, 062058 - 062087, 062089 - 062094.



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/24/96

Office Of The Secretary

Thomas D. Marion
Treasurer
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/24/96 at 10:30AM , and assigned recordation number(s). 19907.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19907

TTX COMPANY
OFFICER'S CERTIFICATE

I, Thomas D. Marion, Treasurer of TTX Company, DO HEREBY CERTIFY that the attached document is a true and correct copy of the original, executed Equipment Purchase Invoice and Bill of Sale, dated as of December 14, 1995, by and between TTX Company ("Buyer") and General Electric Capital Corporation ("Seller").

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 23 day of January, 1996.

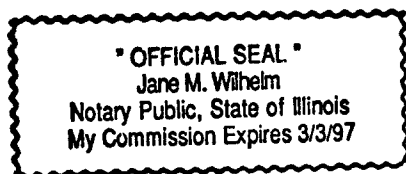
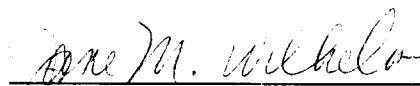


Thomas D. Marion
Treasurer

(Corporate Seal)

State of Illinois,)
) SS.:
County of Cook)

On this 23 day of January, 1996, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

Notary Public

(Notarial Seal)

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EQUIPMENT PURCHASE INVOICE AND BILL OF SALE

19907

Account Number: 0862000
Schedule Number: 001

Invoice Date: December 14, 1995
Terms: Due December 20, 1995

BUYER:

TTX Company
101 N. Wacker Drive
Chicago, IL 60606
Attn: Tom Marion

SELLER:

General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, CT 06810

Remit to: GE Capital Corporation
44 Old Ridgebury Road
Danbury, CT 06810
Attn: Fred Ventresca

Equipment Description

(90) 1985 Thrall 100 Ton, 5 Unit Articulated Container Well Cars
* DTTX 62000 through DTTX 62094

By its signature below, Buyer hereby acknowledges receipt and acceptance of the above described equipment pursuant to the terms of this Invoice.

NOTE: Please return a fully executed original of this Invoice with payment of the Total Due to insure proper credit. Thank you.

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) BUYER WILL ACQUIRE BY THE TERMS OF THIS INVOICE GOOD TITLE TO THE EQUIPMENT FREE FROM ALL ENCUMBRANCES AND (2) SELLER HAS THE RIGHT TO SELL THE EQUIPMENT. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE OF THE EQUIPMENT AND NO WARRANTIES AGAINST PATENT INFRINGEMENT OR THE LIKE.

Buyer additionally agrees that it shall save and hold harmless Seller from and against any and all federal, state, municipal and local license fees and taxes personal property, use and sales taxes, and from and against any and all liabilities, obligations, losses, damages, penalties, claims, actions and suits resulting therefrom and imposed upon, incurred by or asserted as a consequence of, the sale of the Equipment to, or the ownership, possession, operation or use of the Equipment by, Buyer.

BUYER:

TTX Company
By: Thomas H. Marion
Title: TREASURER
Date: 12-20-95

SELLER:

General Electric Capital Corporation
By: Debra A. Miller
Title: Contract Specialist
Date: 12-20-95

*Except DTTX 26030, 62033, 62025, 62057, 62088



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Mr. Vernon Williams
January 23, 1996
Page Two

Enclosed is our check in the amount of \$21.00 to cover filing fees.

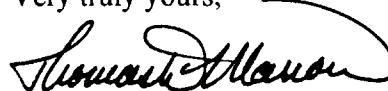
There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Equipment Purchase Invoice and Bill of Sale covering 90 100-ton, 5-unit articulated container well cars - DTTX, numbered 62000 - 62024, 62026 - 62029, 62031 - 62032, 62034 - 62056, 62058 - 62087, 62089 - 62094.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures
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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

Mr. Vernon Williams
January 23, 1996
Page Two

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